

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MICHIGAN  
SOUTHERN DIVISION**

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In re : Chapter 9  
CITY OF DETROIT, MICHIGAN, : Case No. 13-53846  
Debtor. : Hon. Steven W. Rhodes  
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**CITY'S AMENDED LIST OF FACT WITNESSES RELATED TO THE  
PROPOSED PLAN FOR THE ADJUSTMENT OF DEBTS**

The City of Detroit, Michigan (the “City”), as the debtor in the above captioned case, hereby amends the City’s List of Fact Witnesses Related to the Proposed Plan for the Adjustment of Debts, Docket No. 3918 (the “First Witness List”), and identifies the following witnesses and the subjects that each witness will address.

1. The City identifies the following individuals, exclusive of those to be offered for rebuttal purposes, as fact witnesses that it may call at the hearing on the proposed plan for the adjustment of the City’s debts (the “Plan”):

| No. | NAME / TITLE                                 | TESTIMONY TOPICS  |
|-----|--|---|
| 1.  | Kevyn D. Orr, Emergency Manager for the City | <ul style="list-style-type: none"><li>• Plan feasibility</li><li>• The Plan was proposed in good faith</li><li>• The City’s historical,</li></ul> |

| No. | NAME / TITLE   | TESTIMONY TOPICS  |
|-----|--|---|
|     |  | <p>current, and future ability to provide adequate levels of municipal services</p> <ul style="list-style-type: none"> <li>• The Plan is fair and equitable and in the best interests of the City's businesses, citizens, and creditors</li> </ul>  |
| 2.  | Kenneth A. Buckfire, CEO and Managing Director of Miller Buckfire & Co. LLC, financial advisors to the City          | <ul style="list-style-type: none"> <li>• Plan feasibility</li> <li>• The Plan was proposed in good faith</li> <li>• The City's ability to make the payments contemplated in the Plan</li> <li>• The Plan is fair and equitable and in the best interests of the City's businesses, citizens, and creditors</li> </ul> |
| 3.  | James Doak, Managing Director at Miller Buckfire & Co. LLC, financial advisors to the City                           | <ul style="list-style-type: none"> <li>• The City's ability to provide adequate levels of municipal services and make the payments contemplated in the Plan</li> <li>• The Plan is fair and equitable and in the best interests of the City's businesses, citizens, and creditors</li> </ul>                          |
| 4.  | Charles M. Moore, Senior Managing Director at Conway MacKenzie, Inc., operational restructuring advisors to the City | <ul style="list-style-type: none"> <li>• Plan feasibility</li> <li>• The Plan was proposed in good faith</li> <li>• The City's historical,</li> </ul>   |

| No. | NAME / TITLE  | TESTIMONY TOPICS   |
|-----|---|--|
|     |   | <p>current, and future ability to provide adequate levels of municipal services</p> <ul style="list-style-type: none"> <li>• The City's ability to make the payments contemplated in the Plan</li> <li>• The Plan is fair and equitable and in the best interests of the City's businesses, citizens, and creditors</li> </ul> |
| 5.  | Gaurav Malhotra, Principal of Ernst & Young LLP, financial restructuring advisors to the City           | <ul style="list-style-type: none"> <li>• Plan feasibility</li> <li>• The Plan was proposed in good faith</li> <li>• The City's ability to provide adequate levels of municipal services and make the payments contemplated in the Plan</li> </ul>  |
| 6.  | Glenn D. Bowen, Principal and Consulting Actuary at Milliman, Inc., Actuarial advisors to the City      | <ul style="list-style-type: none"> <li>• Valuation and funding issues related to the General Retirement System and Police and Fire Retirement System</li> </ul>  |
| 7.  | Katherine A. Warren, Principal and Consulting Actuary at Milliman, Inc., Actuarial advisors to the City | <ul style="list-style-type: none"> <li>• Valuation and funding issues related to the General Retirement System and Police and Fire Retirement System</li> </ul>  |
| 8.  | Suzanne Taranto, Principal and Consulting Actuary at Milliman, Inc., Actuarial advisors to the City     | <ul style="list-style-type: none"> <li>• Plan design and cost issues related to other post-employment benefit issues</li> </ul>  |

| No. | NAME / TITLE  | TESTIMONY TOPICS  |
|-----|---|---|
| 9.  | Michael E. Duggan, Mayor of the City  | <ul style="list-style-type: none"> <li>• Plan feasibility</li> <li>• The City's historical, current, and future ability to provide adequate levels of municipal services</li> <li>• The Plan is fair and equitable and in the best interests of the City's businesses, citizens, and creditors</li> </ul> |
| 10. | John Hill, Chief Financial Officer for the City   | <ul style="list-style-type: none"> <li>• Plan feasibility</li> <li>• The City's historical, current, and future ability to provide adequate levels of municipal services</li> <li>• The Plan is fair and equitable and in the best interests of the City's businesses, citizens, and creditors</li> </ul> |
| 11. | James E. Craig, Detroit Police Chief  | <ul style="list-style-type: none"> <li>• Plan feasibility</li> <li>• The City's historical, current, and future ability to provide adequate levels of police services</li> </ul>  |
| 12. | City Fire Commissioner  | <ul style="list-style-type: none"> <li>• Plan feasibility</li> <li>• The City's historical, current, and future ability to provide adequate levels of fire services</li> </ul>  |
| 13. | Michael J. Paque, Director, Corporate Restructuring Services at Kurtzman Carson Consultants | <ul style="list-style-type: none"> <li>• Voting tabulation for non-securities claims</li> </ul>   |

| No. | NAME / TITLE   | TESTIMONY TOPICS   |
|-----|--|--|
| 14. | Peter J. Walsh, Senior Managing Consultant, Public Securities Services at Kurtzman Carson Consultants    | <ul style="list-style-type: none"> <li>• Voting tabulation for securities based claims</li> </ul>  |
| 15. | R. Kevin Clinton, State Treasurer of Michigan  | <ul style="list-style-type: none"> <li>• Plan feasibility</li> <li>• The availability and amounts of State funding</li> <li>• The ongoing role of the State</li> </ul> |
| 16. | Tom Saxton, Chief Deputy Treasurer of Michigan   | <ul style="list-style-type: none"> <li>• Plan feasibility</li> <li>• The availability and amounts of State funding</li> <li>• The ongoing role of the State</li> </ul> |
| 17. | Richard Posthumus, Senior Advisor to the Governor of Michigan  | <ul style="list-style-type: none"> <li>• Plan feasibility</li> <li>• The availability and amounts of State funding</li> <li>• The ongoing role of the State</li> </ul> |
| 18. | Nancy Duncan, Deputy Director of the Michigan Budget Office  | <ul style="list-style-type: none"> <li>• Plan feasibility</li> <li>• The availability and amounts of State funding</li> <li>• The ongoing role of the State</li> </ul> |
| 19. | Vanessa Fusco, Associate Vice President and Museum Services Account Manager at Christie's                | <ul style="list-style-type: none"> <li>• Christie's evaluation of and report regarding certain DIA artwork</li> </ul>  |
| 20. | Eugene Gargaro, Chairman of the Board of Directors of the Detroit Institute of Arts ("DIA") <sup>1</sup> | <ul style="list-style-type: none"> <li>• DIA settlement and museum issues</li> </ul>   |

<sup>1</sup> The DIA reserves the right to: (i) sponsor or present the DIA witnesses during the confirmation hearing; (ii) submit a separate witness list for the

| No. | NAME / TITLE   | TESTIMONY TOPICS   |
|-----|--|--|
| 21. | Graham Beal, Director, President and Chief Executive Officer of the DIA            | <ul style="list-style-type: none"> <li>• DIA settlement and museum issues</li> </ul>   |
| 22. | Annmarie Erickson, Executive Vice President and Chief Operating Officer of the DIA | <ul style="list-style-type: none"> <li>• DIA settlement and museum issues</li> </ul>   |
| 23. | Marc Schwartz  | <ul style="list-style-type: none"> <li>• DIA settlement and museum issues</li> </ul>   |
| 24. | Susan T. Mosey   | <ul style="list-style-type: none"> <li>• DIA settlement and museum issues</li> </ul>   |
| 25. | Tonya Allen  | <ul style="list-style-type: none"> <li>• The importance and effect of addressing in the Plan, among other things, the City's blight, public safety, and urban revitalization</li> </ul>  |
| 26. | Cynthia Thomas, Administrator, Retirement Systems of the City                      | <ul style="list-style-type: none"> <li>• Operational issues for the General Retirement System and Police and Fire Retirement System</li> </ul>   |
| 27. | Ryan Bigelow, Chief Investment Officer, Retirement Systems of the City             | <ul style="list-style-type: none"> <li>• Quality of the Retirement Systems' investment portfolios and projected investment returns</li> </ul>  |
| 28. | Roger S. Penske, Founder and Chairman of Penske Corporation                        | <ul style="list-style-type: none"> <li>• Plan feasibility</li> <li>• Importance from a business and investment standpoint of the City's ability to capitalize and build on the efforts contemplated in the Plan post bankruptcy</li> <li>• The importance and</li> </ul> |

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confirmation hearing; and (iii) appear separately from the City and present evidence and testimony.

| No. | NAME / TITLE   | TESTIMONY TOPICS   |
|-----|--|--|
|     |  | effect of addressing in the Plan, among other things, the City's blight, public safety, and urban revitalization   |
| 29. | Daniel Gilbert, Chairman and Founder of Rock Ventures, LLC and Quicken Loans, Inc. | <ul style="list-style-type: none"> <li>• Plan feasibility</li> <li>• Importance from a business and investment standpoint of the City's ability to capitalize and build on the efforts contemplated in the Plan post bankruptcy</li> <li>• The importance and effect of addressing in the Plan, among other things, the City's blight, public safety, and urban revitalization</li> </ul>  |
| 30. | Rip Rapson, President and CEO of Kresge Foundation                                 | <ul style="list-style-type: none"> <li>• Plan feasibility</li> <li>• Importance from a business and philanthropic standpoint of the City's ability to capitalize and build on the efforts contemplated in the Plan post bankruptcy</li> <li>• The post bankruptcy importance and effect of addressing in the Plan, among other things, the City's blight, public safety, and urban revitalization</li> <li>• Prior and future efforts that include, but are not</li> </ul> |

| No. | NAME / TITLE | TESTIMONY TOPICS  |
|-----|--------------|---|
|     |              | limited to, the substantial annual philanthropic funding to the City by Kresge and other philanthropic foundations and entities |

2. The City reserves the right to supplement the testimony topics associated with each witness referenced above as may be necessary to address (i) any modifications or refinements to the Plan, or (ii) any objections to the Plan.

3. The City reserves the right to further amend its list of fact witnesses as may be necessary to address: (i) any modifications or refinements to the Plan, or (ii) any objections to the Plan. The City will make any such additional witnesses available for deposition at a convenient time prior to the confirmation hearing.

4. The City reserves the right to identify any of the above fact witnesses as an expert witness on May 30, 2014, in accordance with the Court's Scheduling Order.

5. The City reserves the right to call as a witness during the confirmation hearing any fact witness identified by parties objecting to the Plan.

Dated: April 18, 2014

Respectfully submitted,

/s/ David G. Heiman

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ATTORNEYS FOR THE CITY OF DETROIT

**CERTIFICATE OF SERVICE**

I, David G. Heiman, hereby certify that the foregoing City's Amended List of Fact Witnesses Related to the Proposed Plan for the Adjustment of Debts was filed and served via the Court's electronic case filing and noticing system on this 18th day of April, 2014.

/s/ David G. Heiman